WATERMAN GROUP PLC

AGM – 7 DECEMBER 2012

SUMMARY OF PROXY VOTES

Resolution		In Favour	Against	Withheld
1	To receive and adopt the report and accounts, together with the reports of the directors and the auditors, for the year ended 30 June 2012.	8,764,955	880,667	3,389
2	To receive and approve the Directors' Remuneration Report for the year ended 30 June 2012.	6,747,773	2,900,410	828
3	To declare a final dividend of 0.2p per ordinary share.	9,638,442	7,852	2,717
4	To re-elect Mr. Simon Harden as a director of the Company.	8,756,973	9,942	882,096
5	To re-elect Ms. Alex Steele as a director of the Company.	8,757,981	887,941	3,089
6	To re-elect Mr. Geoffrey Wright as a director of the Company.	7,652,404	1,993,847	2,760
7	To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.	9,642,114	6,408	489
8	To authorise the directors to set the remuneration of PricewaterhouseCoopers LLP as auditors of the Group.	9,642,710	5,162	1,139
9	To authorise the directors to allot shares and grant rights to subscribe for shares pursuant to section 551 of the Companies Act 2006.	9,599,961	48,550	500
10	To authorise the Company to make market purchases of up to 10% of its ordinary shares pursuant to section 701 of the Companies Act 2006.	8,737,988	31,454	879,569
11	To authorise the Company to call general meetings (other than annual general meetings) on 14 clear days' notice.	9,639,978	8,533	500